UNITED STATES DISTRICT COURT FOR THE DISTRICT OF PUERTO RICO

| | Y |
|---|---------------------------------------|
| In re: | : : |
| THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO | : PROMESA : Title III : |
| as representative of | Case No. 17-BK-03283 (LTS) |
| THE COMMONWEALTH OF PUERTO RICO, et al., | : : |
| Debtors. ¹ | : : |
| In re: | : : |
| THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, | : PROMESA Title III |
| as representative of | : Case No. 17-BK-03566 (LTS) |
| THE EMPLOYEES RETIREMENT SYSTEM OF THI GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO, | · E : : |
| Debtor. | : : X |
| THE SPECIAL CLAIMS COMMITTEE OF THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, ACTING BY AND THROUGH ITS MEMBERS, and | : : : : : : : : : : : : : : : : : : : |
| | |

¹ The Debtors in these jointly-administered PROMESA title III cases (these "<u>Title III</u>"), along with each Debtor's respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric and Power Authority (Bankruptcy Case No. 17 BK 4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

| THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ALL TITLE III DEBTORS (OTHER THAN COFINA AND PBA), | : |
|--|---|
| as co-trustees of | : |
| THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF PUERTO RICO, | : : : |
| Plaintiff, | : : |
| v. | : : |
| DEFENDANT 1M, et al., | : : |
| Defendants. | : |
| THE SPECIAL CLAIMS COMMITTEE OF THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, ACTING BY AND THROUGH ITS MEMBERS, | : |
| and | : |
| THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ALL TITLE III DEBTORS (OTHER THAN COFINA AND PBA), | : |
| as co-trustees of | : |
| THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF PUERTO RICO, | : |
| Plaintiff, | : |
| v. | : |
| DEFENDANT 1R, et al., | : : |
| Defendant. | : |

Adv. Proc. No. 19-00357 (LTS)

| | X |
|--|---------------------------------------|
| THE SPECIAL CLAIMS COMMITTEE OF THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, ACTING BY AND THROUGH ITS MEMBERS, | : : : : : : : : : : : : : : : : : : : |
| THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ALL TITLE III DEBTORS (OTHER THAN COFINA AND PBA), | : : : : |
| as co-trustees of | : |
| THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF PUERTO RICO, | : : : |
| Plaintiff, | : : |
| v. | · : |
| DEFENDANT 1H-78H, | • |
| Defendants. | · : : |
| THE SPECIAL CLAIMS COMMITTEE OF THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, ACTING BY AND THROUGH ITS MEMBERS, and THE OFFICIAL COMMITTEE OF UNSECURED | : : : : : : : : : : : : : : : : : : : |
| CREDITORS OF ALL TITLE III DEBTORS (OTHER THAN COFINA AND PBA), | : : |
| as co-trustees of | : : : |

| THE EMPLOYEES RETIREMENT SYSTEM OF THE | |
|--|---|
| GOVERNMENT OF PUERTO RICO, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| DEFENDANT 1G-50G, | : |
| | : |
| Defendant. | : |
| | : |
| | X |

[PROPOSED] ORDER GRANTING NOTICE OF COMMITTEES' MOTION FOR SUMMARY JUDGMENT ON *ULTRA VIRES* ISSUES

Upon consideration of the Notice of Committees' Motion for Summary Judgment on Ultra Vires Issues, the Declaration of Nicholas A. Bassett (with Exhibits attached thereto), the Statement of Undisputed Material Facts, and the accompanying Memorandum of Law (with Appendices attached thereto) (the "Motion"), and any oppositions thereto and argument thereon; the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1331 and 48 U.S.C. § 2166(a); the Court determining that venue of this proceeding and the Motion in this District is proper under 28 U.S.C. § 1391(b) and 48 U.S.C. § 2167(a); notice of the Motion being adequate and proper under the circumstances; and after due deliberation and sufficient cause appearing; therefore, it is hereby ORDERED that:

- 1. The Motion is GRANTED.
- The Movants' objections to the ERS Bondholders' proofs of claim are SUSTAINED;
 - 3. The ERS Bondholders' claims are DISALLOWED in their entirety; and
- 4. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

| Dated: | |
|--------------------|------------------------------|
| New York, New York | |
| | Hon. Laura Taylor Swain |
| | UNITED STATES DISTRICT JUDGE |